

**LEWIS  
AND  
ROCA**  
LLP  
LAWYERS

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3993 Howard Hughes Parkway, Suite 600  
Las Vegas, NV 89169-5996  
Facsimile (702) 949-8321  
Telephone (702) 949-8320

Susan M. Freeman AZ State Bar No. 004199  
Email: [sfreeman@lrlaw.com](mailto:sfreeman@lrlaw.com)  
Rob Charles NV State Bar No. 006593  
Email: [rcharles@lrlaw.com](mailto:rcharles@lrlaw.com)

Attorneys for USACM Liquidating Trust

STUTMAN, TREISTER & GLATT, P.C.  
FRANK A. MEROLA  
(CA State Bar No. 136934)  
EVE H. KARASIK  
(CA State Bar No. 155356)  
CHRISTINE M. PAJAK  
(CA State Bar No. 217713), Members of  
1901 Avenue of the Stars, 12<sup>th</sup> Floor  
Los Angeles, California 90067  
Telephone: (310) 228-5600  
Facsimile: (310) 228-5788  
Email: [fmerola@stutman.com](mailto:fmerola@stutman.com)  
[ekarasik@stutman.com](mailto:ekarasik@stutman.com)  
[cpajak@stutman.com](mailto:cpajak@stutman.com)

SHEA & CARLYON, LTD.  
JAMES PATRICK SHEA  
(Nevada State Bar No. 000405)  
CANDACE C. CARLYON  
(Nevada State Bar No. 002666)  
SHLOMO S. SHERMAN  
(Nevada State Bar No. 009688)  
701 Bridger, Suite 850  
Las Vegas, Nevada 89101  
Telephone: (702) 471-7432  
Facsimile: (702) 471-7435  
Email: [jshea@sheacarlyon.com](mailto:jshea@sheacarlyon.com)  
[ccarlyon@sheacarlyon.com](mailto:ccarlyon@sheacarlyon.com)  
[ssherman@sheacarlyon.com](mailto:ssherman@sheacarlyon.com)

Counsel for the Official Committee Of  
Equity Security Holders Of USA Capital First Trust Deed Fund, LLC

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE COMPANY,  
USA CAPITAL REALTY ADVISORS, LLC,  
USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
LLC,  
USA CAPITAL FIRST TRUST DEED FUND, LLC,  
USA SECURITIES, LLC,

Debtors.

**Affects:**

- ☐ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☒ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR  
Case No. BK-S-06-10729-LBR

**CHAPTER 11**

Jointly Administered Under Case No. BK-S-06-10725 LBR

**Stipulation for Withdrawal with  
Prejudice of Proof of Claim Number  
10725-00492 Filed by Maria Pena**

Hearing Date: September 28, 2007  
Hearing Time: 1:30 p.m.



1           The USACM Liquidating Trust (the "USACM Trust"), together with the Official  
2 Committee of Equity Security Holders of USA Capital First Trust Deed Fund, LLC (the "FTDF  
3 Committee), hereby stipulate with Maria Pena ("Claimant") as follows:

4           1. On or about October 16, 2006, Claimant filed Proof of Claim No. 10725-00492  
5 against USA Commercial Mortgage Company in the amount of \$75,000 (the "Claim"). The basis  
6 for the Claim is shown on its face and in the attachment as an investment in USA Capital First  
7 Trust Deed Fund, LLC ("FTDF").

8           2. The FTDF Committee, upon reviewing FTDF's books and records, has  
9 determined that Claimant indeed holds an equity security interest in FTDF in the amount of  
10 \$75,000 as of the petition date.

11           3. On August 8, 2007, the USACM Liquidating Trust and the FTDF Committee  
12 jointly filed an "Objection of USACM Trust To Maria Pena Claim Filed in Wrong Debtor's Case;  
13 Objection of FTDF to Proposed Allowance of Claim" (the "Objection") [Docket No. 4444],  
14 requesting that the Claim be disallowed in its entirety due to: (1) its having been erroneously filed  
15 in the USA Commercial Mortgage Company case; and (2) its having been erroneously filed as a  
16 "claim," and not an "equity interest" in FTDF.

17           4. Claimant has agreed to withdraw the Claim with prejudice.

18           5. This stipulation shall not affect any other claims filed by Claimant in these  
19 jointly-administered bankruptcy proceedings.

20           6. This stipulation shall not affect either the amount or validity of Claimant's  
21 equity interest in FTDF as reflected in FTDF's books and records.



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—LLP—  
LAWYERS

1 WHEREFORE, based on the stipulation set forth above, the parties hereby agree,  
2 and request that the Court approve this stipulation as an order of the Court pursuant to Fed. R.  
3 Bankr. P. 3006, as follows:

- 4 1. The Claim is hereby withdrawn with prejudice.  
5  
6 2. Claimants equity interest in FTDF is allowed in the amount of \$75,000.00,  
7 as reflected in FTDF's books and records.

8 DATED this September of ~~August~~, 2007.

9  
10 By: \_\_\_\_\_  
11 FRANK A. MEROLA  
12 EVE H. KARASIK  
13 CHRISTINE M. PAJAK, Members of  
14 STUTMAN, TREISTER & GLATT, P.C.  
15 1901 Avenue of the Stars, 12th Floor  
16 Los Angeles, CA 90067

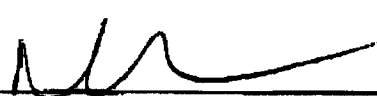
17 and

18 CANDACE C. CARLYON  
19 SHLOMO S. SHERMAN  
20 SHEA & CARLYON, LTD.  
21 701 Bridger, Suite 850  
22 Las Vegas, NV 89101  
23 Telephone: (702) 471-7432

24 *Counsel for the Official Committee of*  
25 *Equity Security Holders of*  
26 *USA Capital First Trust Deed Fund, LLC*

By: \_\_\_\_\_  
SUSAN M. FREEMAN  
ROB CHARLES  
LEWIS AND ROCA LLP  
3993 Howard Hughes Parkway, Suite 600  
Las Vegas, NV 89169-0961

*Counsel for USACM Liquidating Trust*

  
\_\_\_\_\_  
DONNA M. OSBORN  
MARQUIS & AURBACH  
10001 Park Run Drive  
Las Vegas, NV 89145

*Counsel for Maria Pena*